

Time Inc.
Form SC 13G
February 14, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934

Time Inc.
(Name of
Issuer)

Common Stock,
\$0.01 par value
(Title of Class
of Securities)

887228104
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

☐ Rule 13d-1(b)
☐ Rule 13d-1(c)

ý Rule 13d-1(d)

(Page 1 of 6
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON
2	JANA PARTNERS LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	4,999,999 SHARED VOTING POWER
7	-0- SOLE DISPOSITIVE POWER
8	4,999,999 SHARED DISPOSITIVE POWER
9	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,999,999

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.05%

TYPE OF

REPORTING

12

PERSON

IA

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Item 1(a). NAME OF ISSUER

Time Inc.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

225 Liberty Street, New York, N.Y.
New York, NY 10281

(a).NAME OF PERSON FILING

JANA Partners LLC

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

767 Fifth Avenue, 8th Floor
New York, NY 10153

Item 2(c). CITIZENSHIP

This Statement is filed by JANA Partners LLC, a Delaware limited liability company. JANA Partners LLC is a private money management firm which holds the Common Stock of the Issuer in various accounts under its management and control. The principal owner of JANA Partners LLC, Barry Rosenstein, is a U.S. citizens.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value.

Item 2(e). CUSIP NUMBER

887228104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

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- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(f) "

(g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) "Investment Company Act;

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
(k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP

- (a) Amount beneficially owned: 4,999,999
- (b) Percent of Class: 5.05%
- (c) Number of shares as to which JANA Partners LLC has:
 - (i) Sole power to vote or to direct the vote: 4,999,999
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition: 4,999,999
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL

PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

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Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

DATE: February 14, 2017

JANA PARTNERS
LLC

/s/ Jennifer Fanjiang
Name: Jennifer Fanjiang
Title: General Counsel